

Exhibit 1

Exhibit 1 is the

DEBTORS' JOINT PLAN OF REORGANIZATION,

**which is filed separately herewith and which will be attached as
Exhibit 1 to the Disclosure Statement upon approval by the Court**

Exhibit 2

USA Capital
LOAN SUMMARY
AS OF August 31, 2006

<u>Performance Evaluation</u>	<u>Loan Name</u>	<u>Loan</u>		<u>Interest</u>		<u>Collection Account</u> ¹⁰			<u>Due to</u>			<u>No of Investors</u>
		<u>Outstanding at 8/31/06</u>	<u>Outstanding at 8/31/06</u>	<u>Prepaid to Lenders</u> ³	<u>Interest Receipts</u>	<u>Principal</u>	<u>Service Fee</u>	<u>Due to Lenders</u>	<u>DIV Fund</u>	<u>First Trust</u>	<u>Direct Lenders</u>	
Non-Performing	3685 San Fernando Road Partners, L.P.	7,350,000	357,931	-	-	-	-	-	-	-	-	83
Performing	5055 Collwood, LLC	987,994	17,193	-	38,724	287,961	2,117	324,568	-	-	324,568	33
Repaid	5252 Orange, LLC	-	-	-	-	-	-	-	-	-	-	66
Non-Performing	60th Street Venture, LLC	3,700,000	113,024	-	57,949	-	3,215	54,734	-	-	54,734	49
Non-Performing	6425 Gess, LTD	26,500,000	3,415,664	-	-	-	-	-	-	-	-	286
Non-Performing	Amesbury/Hatters Point (Amesburyport Corporation)	19,242,193	1,454,265	102,863	-	-	-	-	-	-	-	393
Non-Performing	Anchor B, LLC	5,835,422	909,702	517,607	-	-	-	-	-	-	-	50
Non-Performing	Ashby Financial \$7,200,000 ⁴	7,200,000	1,987,200	1,545,601	-	-	-	-	-	-	-	73
Special Situation	B & J Investments ¹	-	-	-	-	-	-	-	-	-	-	1
Non-Performing	BarUSA\$15,300,000 (Barusa, LLC)	15,300,000	1,482,256	355,708	-	-	-	-	-	-	-	221
Non-Performing	Bay Pompano Beach, LLC	14,680,390	331,322	-	162,970	68,025	12,536	218,459	1,024	2,628	214,806	407
Repaid	Beastar, LLC ²	-	-	-	-	-	-	-	-	-	-	84
Repaid	Beau Rivage Homes/\$8,000,000 ²	-	-	-	-	-	-	-	-	-	-	157
Non-Performing	Birford Medical Developers, LLC	7,450,000	318,950	-	-	-	-	-	-	-	-	92
Repaid	Boise/Gowen 93, LLC ¹¹	-	41,878	-	26,102	2,406,005	2,021	2,430,086	-	-	2,430,086	17
Non-Performing	Brooknere/Matteson \$27,050,000 ⁵	5,964,848	203,763	-	15,000	-	1,117	13,883	-	4,704	9,179	229
Performing	Bundy Canyon \$1,050,000 (Bundy Canyon Land Development, LLC)	1,050,000	11,754	-	11,754	-	875	10,879	-	-	10,879	1
Non-Performing	Bundy Canyon \$2,500,000 (Bundy Canyon Land Development, LLC)	2,300,000	98,523	-	-	-	-	-	-	-	-	34
Non-Performing	Bundy Canyon \$5,000,000 (Bundy Canyon Land Development, LLC)	4,250,000	192,308	-	29,895	-	2,298	27,597	-	-	27,402	43
Non-Performing	Bundy Canyon \$5,725,000 (Bundy Canyon Land Development, LLC)	5,725,000	80,333	-	48,024	-	3,575	44,449	-	-	44,449	53
Non-Performing	Bundy Canyon \$7,500,000 (Bundy Canyon Land Development, LLC)	6,700,000	349,200	-	-	-	-	-	-	-	-	83
Not Funded	Bundy Canyon \$8.9 (Bundy Canyon Land Development, LLC)	-	-	-	-	-	-	-	-	-	-	117
Special Situation	BySnergy, LLC \$4,434,446	-	-	-	-	-	-	-	-	-	-	3
Performing	Cabemet Highlands, LLC	3,000,000	37,625	-	38,750	-	2,500	36,250	-	-	36,250	65

Preliminary Numbers Subject to Revision

USA Capital
LOAN SUMMARY
AS OF August 31, 2006

Performance Evaluation	Loan Name	Loan Outstanding at 8/31/06	Interest Outstanding at 8/31/06	Interest Prepaid to Lenders ³	Collection Account ¹⁰				Due to				No of Investors
					Interest Receipts	Principal	Service Fee	Due to Lenders	DIV Fund	First Trust	Direct Lenders		
Non-Performing	Casatic Partners II, LLC	5,600,000	461,012	76,040	-	-	-	-	-	-	-	-	57
Non-Performing	Casatic Partners III, LLC	4,675,000	244,132	-	-	-	-	-	-	-	-	-	65
Performing	Charvevoix Homes, LLC (Lindsay and Chandler Heights, LLC)	3,400,000	46,844	-	46,844	-	2,833	44,011	-	-	44,011	-	40
Non-Performing	Clear Creek Plantation (Arapahoe Land Investments, L.P.)	2,900,000	150,968	-	-	-	-	-	-	-	-	-	36
Performing	Cloudbreak LV (Cloudbreak Las Vegas, LLC)	3,800,000	40,903	-	80,486	-	6,333	74,153	514	73,639	0	0	2
Non-Performing	Coit CREC Building (Coit Gateway LLC)	3,718,777	2,075,357	566,564	-	-	-	-	-	-	-	-	1
Non-Performing	Coit DIV added #1 (Coit Gateway LLC)	1,500,000	913,835	170,625	-	-	-	-	-	-	-	-	1
Non-Performing	Coit DIV added #2 (Coit Gateway LLC)	3,100,000	1,368,442	352,625	-	-	-	-	-	-	-	-	1
Non-Performing	Coit Gateway LLC	5,628,328	1,427,335	819,821	-	-	-	-	-	-	-	-	3
Non-Performing	Coit Second TD (Coit Gateway LLC)	1,000,000	581,487	384,583	-	-	-	-	-	-	-	-	1
Performing	Columbia Managing Partners, LLC	2,210,000	24,740	-	24,740	-	1,842	22,898	-	22,898	-	-	1
Non-Performing	CornVest Capital (Comvest Capital Satellite Arms, Inc)	4,125,000	134,194	-	4,275	-	329	3,946	-	703	3,243	-	56
Non-Performing	Phase II (Copper Sage Commerce Center, LLC)	3,550,000	142,260	-	67	-	5	62	-	-	60	-	51
Repaid	Copper Sage Commerce Center, LLC	-	-	-	-	-	-	-	-	-	-	-	28
Performing	Comman Toltec 160, LLC	6,375,000	65,875	-	65,875	-	5,313	60,563	-	-	60,515	-	96
Performing	Cottonwood Hills, LLC	4,000,000	48,222	-	48,222	-	3,333	44,889	-	11,222	33,667	-	21
Non-Performing	Del Valle - Livingston (Del Valle Capital Corporation, Inc)	19,250,000	219,330	-	397,735	-	31,152	366,582	-	2,457	364,125	-	239
Repaid	Del Valle Isleton (Del Valle Capital Corporation, Inc.)	-	-	-	-	-	-	-	-	-	-	-	76
Non-Performing	Eagle Meadows Development	31,050,000	1,836,395	-	18	-	1	16	-	2	14	-	295
Non-Performing	Elizabeth May Real Estate, LLC	10,050,000	498,336	-	50	-	4	46	-	1	45	-	147
Special Situation	EPIC Resorts ¹	TBD	-	-	-	-	-	-	-	-	-	-	1
Performing	Fiesta Development \$6.6 (Fiesta Development, Inc.)	6,600,000	73,833	-	145,383	-	11,000	134,383	-	134,383	-	-	1
Non-Performing	Fiesta Development McNaughton (Fiesta Development, Inc.)	6,000,000	1,420,658	-	-	-	-	-	-	-	-	-	1
Performing	Fiesta Murreta (Fiesta Development, Inc.)	6,500,000	72,764	-	143,181	-	10,820	132,361	-	-	130,425	-	69
Non-Performing	Fiesta Oak Valley (Oak Mesa Investors, LLC)	20,500,000	4,942,605	3,368,263	-	-	-	-	-	-	-	-	227
Non-Performing	Fiesta USA/Stonewallge (Capital Land Investors, LLC)	10,000,000	3,173,110	2,372,277	-	-	-	-	-	-	-	-	100
Repaid	Fiesta/Beaumont \$2.4m (Fiesta Development, Inc.)	-	-	-	42,500	2,400,000	3,290	2,439,210	-	-	2,439,210	-	36

Preliminary Numbers Subject to Revision

USA Capital
LOAN SUMMARY
AS OF August 31, 2006

Performance Evaluation	Loan Name	Loan Outstanding at 8/31/06	Interest Outstanding at 8/31/06	Interest Repaid to Lenders ³	Collection Account ¹⁰				Due to Lenders	Due to			No of Investors
					Interest Receipts	Principal	Service Fee			DIV Fund	First Trust	Direct Lenders	
Non-Performing	Foxhill 216, LLC ⁶	25,980,000	1,454,746	-	134	-	10		124	-	0	124	300
Performing	Franklin - Stratford Investments, LLC	5,040,589	55,815	-	167,750	184,411	13,038		339,122	65,553	273,569	-	2
Repaid	Freeway 101 ²	-	-	-	-	-	-		-	-	-	-	57
Non-Performing	Gateway Stone (Gateway Stone Associates, LLC)	13,185,000	714,840	-	-	-	-		-	-	-	-	161
Repaid	Glendale Tower Partners, L.P.	-	-	-	288,580	6,500,000	19,818		6,768,762	-	-	6,679,206	95
Repaid	Golden State Investments II, L.P.	-	-	-	-	-	-		-	-	-	-	37
Performing	Goss Road (Savannah Homes, LLC)	1,000,000	(0)	-	25,833	-	1,667		24,167	-	-	24,106	20
Non-Performing	Gramercy Court Condos (Gramercy Court, Ltd.)	34,884,500	2,079,303	-	32	-	3		29	-	4	26	332
Non-Performing	Harbor Georgetown, L.L.C.	8,800,000	772,264	148,785	-	-	-		-	-	-	-	103
Non-Performing	Hasley Canyon (Los Valles Land & Golf, LLC)	11,700,000	2,414,184	1,054,597	-	-	-		-	-	-	-	114
Performing	Hesperia II (Southern California Land Development, LLC)	4,250,000	62,215	-	62,215	-	3,542		58,674	-	-	58,674	65
Repaid	HFA - Riviera (Riviera-Homes for America Holdings LLC)	-	-	-	-	-	-		-	-	-	-	90
Non-Performing	HFA- Clear Lake LLC	16,050,000	3,255,156	2,140,552	-	-	-		-	-	-	-	207
Repaid	HFA- North Yonkers (One Point Street, Inc.)	-	-	-	-	-	-		-	-	-	-	298
Repaid	HFA- Riviera 2nd (Riviera-HFA, LLC)	-	-	-	-	-	-		-	-	-	-	99
Non-Performing	HFA- Windham (HFAH Asylum, LLC)	5,550,000	1,239,559	800,862	-	-	-		-	-	-	-	74
Non-Performing	HFA- Clear Lake 2nd (HFAH Clear Lake, LLC)	2,750,000	545,962	288,935	-	-	-		-	-	-	-	36
Non-Performing	HFAH/Monaco, LLC	4,000,000	1,465,500	1,189,500	-	-	-		-	-	-	-	1
Non-Performing	Huntsville (West Hills Park Joint Venture)	10,475,000	1,049,657	326,128	-	-	-		-	-	-	-	116
Performing	I-40 Gateway West, LLC	3,005,313	36,137	-	46,810	1,524,687	3,775		1,567,722	-	-	1,567,722	46
Performing	I-40 Gateway West, LLC 2nd	1,065,000	14,053	-	58,367	-	2,700		55,667	-	-	55,667	23
Performing	Interstate Commerce Center Phase II (ISCC Phase II, LLC)	1,536,666	14,581	-	102,775	320,183	8,306		414,653	56,642	358,011	0	2
Performing	Interstate Commerce Center, LLC	1,692,183	(352)	100,157	114,331	837,575	7,461		844,288	830,311	462	3,282	4
Repaid	J. Jireh's Corporation ¹²	-	114,799	-	98,791	8,809,447	7,354		8,900,884	-	267,279	8,633,605	105
Performing	La Hacienda Estate, LLC	6,255,000	64,588	-	65,629	-	5,295		60,334	-	-	59,852	83
Non-Performing	Lake Helen Partners ⁷	3,159,704	257,479	-	-	-	-		-	-	-	-	35
Repaid	LCG Gilroy, LLC	-	-	-	-	-	-		-	-	-	-	59

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AS OF August 31, 2006

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					Interest Receipts	Principal	Service Fee	Due to Lenders	DIV Fund	First Trust	Direct Lenders		
Non-Performing	Lenn Hills, LTD	10,350,000	402,824	-	806	-	52	754	-	-	754	130	
Non-Performing	Margarita Annex ⁸	12,000,000	679,551	-	-	-	-	-	-	-	-	105	
Non-Performing	Marlton Square (MS Acquisition Company, LLC)	30,000,000	2,020,298	13,458	-	-	-	-	-	-	-	272	
Non-Performing	Marlton Square 2nd (MS Acquisition Company, LLC)	6,000,000	508,251	15,078	-	-	-	-	-	-	-	108	
Non-Performing	Marquis Hotel (USA Investors VI, LLC)	13,500,000	3,408,812	2,366,244	-	-	-	-	-	-	-	169	
Non-Performing	Meadow Creek Partners, LLC	8,250,000	277,129	-	-	-	-	-	-	-	-	103	
Repaid	Midvale Marketplace, LLC	-	-	154,815	366,232	4,075,000	27,813	4,258,605	-	323,967	3,934,637	49	
Non-Performing	Mountain House Business Park (Pegasus-MH Ventures I, LLC)	16,800,000	366,276	-	9,853	-	733	9,119	27	475	8,602	202	
Non-Performing	Oak Shores II (John E. King and Carole D. King)	12,150,000	336,106	-	69,361	-	5,335	64,025	42	21	63,963	176	
Non-Performing	Ocean Atlantic \$9,425,000 (Ocean Atlantic Chicago, LLC)	8,925,000	485,036	-	-	-	-	-	-	-	-	105	
Performing	Ocean Atlantic (Ocean Atlantic/PFG-Westbury, LLC)	2,700,000	34,875	-	68,625	-	4,500	64,125	-	-	64,125	32	
Repaid	Opaque/Mt. Edge \$7,350,000 (Opaque Land Development, LLC)	-	-	-	-	-	-	-	-	-	-	95	
Non-Performing	Palm Harbor One, LLC	28,480,000	483,249	-	1,010,155	-	76,150	934,005	-	52,275	881,730	309	
Non-Performing	Placer Vineyards (Placer County Land Speculators, LLC)	31,500,000	3,354,272	1,228,292	-	-	-	-	-	-	-	343	
Non-Performing	Placer Vineyards 2nd (Placer County Land Speculators, LLC)	6,500,000	826,199	259,999	-	-	-	-	-	-	-	118	
Performing	Preserve at Galleria, LLC	3,591,750	47,110	-	45,206	240,000	2,938	282,268	-	-	281,965	73	
Special Situation	Redwood Properties, LLC ¹	269,641	30,784	-	-	-	-	-	-	-	-	1	
Non-Performing	Rio Rancho Executive Plaza, LLC	2,250,000	97,014	-	-	-	-	-	-	-	-	32	
Performing	Roam Development Group L.P.	559,485	(80)	-	1,025,512	26,006,772	78,765	26,953,520	-	637,669	26,315,851	291	
Special Situation	Saddleback ¹	-	-	-	-	-	-	-	-	-	-	1	
Non-Performing	Shamrock Tower, LP (619 Main, LP)	10,500,000	2,213,370	1,482,168	-	-	-	-	-	-	-	87	
Special Situation	Sheraton Hotel ¹	-	-	-	-	-	-	-	-	-	-	1	
Non-Performing	Slade Development, Inc. (Southern California Land 2nd (Southern California Land Development, LLC)	3,525,000	137,572	-	-	-	-	-	-	-	-	40	
Performing	Standard Property Development, LLC	2,800,000	40,989	-	40,989	-	2,333	38,656	-	-	38,172	33	
Non-Performing	SVRB \$4,500,000 (SVRB Investments, LLC)	9,640,000	305,866	-	5,259	-	421	4,838	-	337	4,501	115	
Non-Performing		1,424,082	26,527	-	14,834	-	1,176	13,658	-	-	13,658	67	

Preliminary Numbers Subject to Revision

USA Capital
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AS OF August 31, 2006

Performance Evaluation	Loan Name	Loan		Interest Outstanding at 8/31/06	Interest Outstanding at 8/31/06	Interest Prepaid to Lenders ³	Collection Account ¹⁰					Due to		No of Investors
		Outstanding at 8/31/06	Interest Outstanding at 8/31/06				Interest Receipts	Principal	Service Fee	Due to Lenders	Div Fund	First Trust	Direct Lenders	
Non-Performing	SVRB 2nd \$2,325,000 (SVRB Investments, LLC)	2,325,000	64,508	-	31,000	-	-	1,938	-	29,063	-	-	29,063	25
Non-Performing	Tapia Ranch (Castiac Partners, LLC)	22,000,000	1,864,912	359,262	-	-	-	-	-	-	-	-	-	179
Non-Performing	Ten-Ninety, Ltd. ⁹ \$4,150,000	4,150,000	2,107,259	1,676,535	-	-	-	-	-	-	-	-	-	18
Non-Performing	Ten-Ninety	55,113,781	29,813,491	875,557	-	-	-	-	-	-	-	-	-	1
Non-Performing	The Gardens Phase II (The Gardens, LLC)	2,500,000	132,042	-	-	-	-	-	-	-	-	-	-	1
Non-Performing	The Gardens, LLC \$2,425,000 (The Gardens, LLC)	1,925,000	38,013	-	5,810	-	-	434	-	5,376	-	82	5,079	34
Performing	The Gardens, LLC Timeshare (The Gardens, LLC)	3,691,351	39,623	-	93,654	270,346	7,499	356,501	19,362	110,638	226,501	-	51	
Repaid	Universal Hawaii ²	-	-	-	-	-	-	-	-	-	-	-	-	127
Performing	University Estates, Inc. (Urban Housing Alliance - 435 Lofts)	4,803,341	34,143	-	51,946	37,600	5,394	84,152	-	84,152	(0)	-	1	
Repaid	(Urban Housing Alliance, LLC)	-	-	-	261,473	8,150,000	17,965	8,393,508	-	30,896	8,328,626	-	110	
Non-Performing	Wasco Investments LLC	6,450,000	771,682	319,637	-	-	-	-	-	-	-	-	-	86
		\$ 787,820,339	\$ 97,925,717	\$ 27,104,834	\$ 5,560,505	\$ 62,118,012	\$ 412,923	\$ 67,010,622	\$ 973,474	\$ 2,392,475	\$ 67,010,622			

¹ These loans have undetermined amounts outstanding due to bankruptcy, foreclosures, change of ownership, etc.
² Principal payments by borrower not returned to investors.

³ Interest paid to investors in excess of amounts paid by borrowers.

⁴ Borrower is Ashby Financial Company, Inc. and R&D Land Investors, LLC.

⁵ Borrower is Brookmore, LLC and Lord & Essex Mateson, LLC

⁶ Borrowers are Fox Hills 185, LLC, Fox Hills River East, LLC, Fox Hills 119, LLC, Fox Hills 62, LLC, and Fox Hills 37, LLC.

⁷ Borrower is Old City, L.C. and Lake Helen Partners, LLC

⁸ Borrower is John E. King and Carole D. King

⁹ Borrower is Ten-Ninety, Ltd. And William R. Levas and Dorothy Z. Lucas, Trustees of the Lucas Family Trust

¹⁰ Balances relate to July and August 2006 collections.

¹¹ Final interest check was transferred from Project Disbursement on 9/7/06.

¹² Final interest check was transferred from Project Disbursement on 9/6/06.

Exhibit 3

USA Commercial Mortgage Company

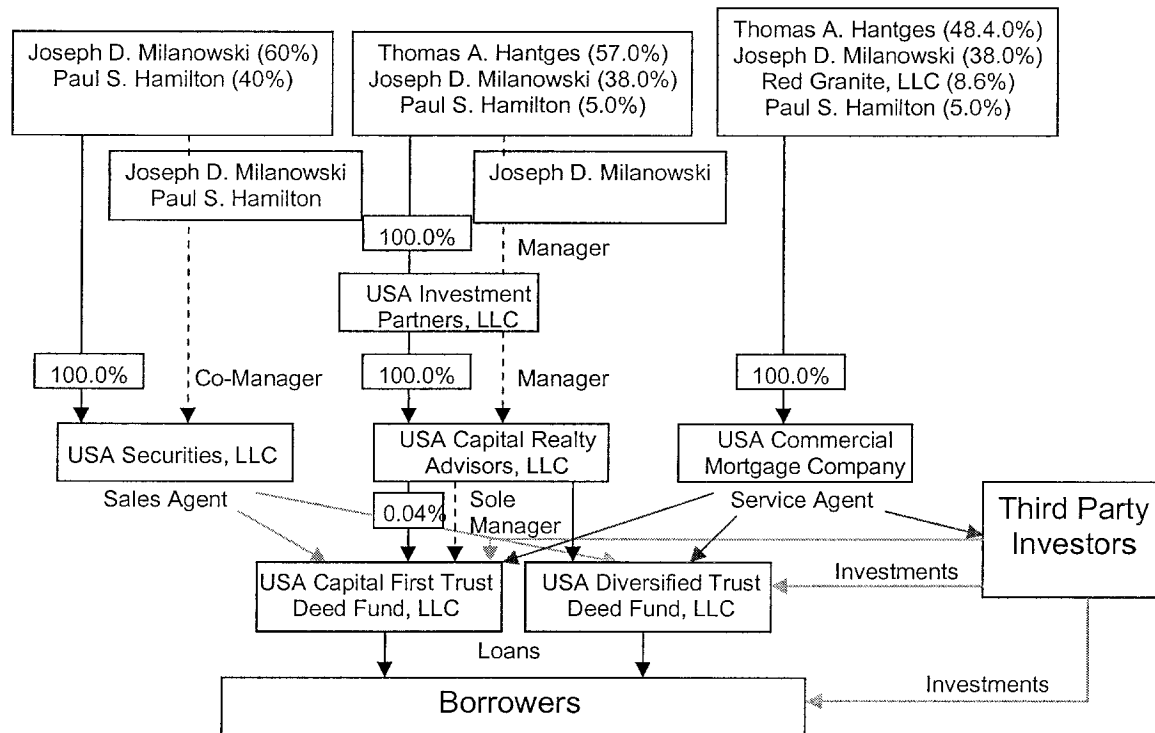


Exhibit 4

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Weekly Cash Forecast

	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006	9/17/2006
USA Commercial Mortgage									
Cash Collections									
Loan Origination Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Reimbursed Expenses from USA Capital Realty	0.0	0.0	0.0	415.4	0.0	0.0	0.0	206.4	0.0
Loan Servicing Collections									
Estimated Service Fees ^(a)	0.0	0.0	15.4	2,132.8	1.6	0.0	0.0	295.1	0.0
Outstanding Origination, Extension and Closing Fees	0.0	0.0	203.8	0.0	50.0	0.0	0.0	0.0	0.0
Total Cash Collections Operating Accounts	\$0.0	\$0.0	\$219.2	\$2,548.1	\$51.6	\$0.0	\$0.0	\$501.5	\$0.0
Cash Disbursements									
Origination Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Loan Servicing Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$50.0	\$0.0	\$0.0	\$0.0	\$200.0
Operating Disbursements									
Salaries & Wages	45.0	0.0	45.0	0.0	45.0	0.0	0.0	45.0	0.0
Payroll Related Benefits	7.7	0.0	14.0	0.0	7.7	0.0	6.3	7.7	0.0
Rent	0.0	0.0	49.0	0.0	0.0	0.0	49.0	0.0	0.0
Office Operating Disbursements	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
Other Operating Disbursements	20.0	20.0	20.0	20.0	20.0	20.0	20.0	20.0	20.0
Total Operating Disbursements	\$87.7	\$35.0	\$143.0	\$35.0	\$137.7	\$35.0	\$90.3	\$87.7	\$235.0
Bankruptcy Related Disbursements									
Professional Fees (see schedule for detail) ^(b)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$4,050.3
Trustee Fees	0.0	5.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other									
Noticing Agent	0.0	0.0	82.6	0.0	0.0	0.0	50.0	0.0	0.0
Appraisal Fees	0.0	100.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Post-Petition Financing									
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lender Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Disbursements	\$0.0	\$105.0	\$82.6	\$0.0	\$0.0	\$0.0	\$50.0	\$0.0	\$4,050.3
Total Cash Disbursements Operating Accounts	\$87.7	\$140.0	\$225.5	\$35.0	\$137.7	\$35.0	\$140.3	\$87.7	\$4,285.3
NET CHANGE IN CASH	(\$87.7)	(\$140.0)	(\$6.3)	\$2,513.1	(\$86.0)	(\$35.0)	(\$140.3)	\$413.9	(\$4,285.3)
Cash Position - USA Commercial Mortgage Estate									
Total Cash and Cash Equivalents at Beginning of Period	\$1,283.8	\$1,196.1	\$1,056.1	\$1,049.8	\$3,562.9	\$3,476.9	\$3,441.9	\$3,301.6	\$3,715.5
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	(87.7)	(140.0)	(6.3)	2,513.1	(86.0)	(35.0)	(140.3)	413.9	(4,285.3)
Estate Funds in Collections Account to Fund Operating Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	740.0
Total Cash DIP Operating Account at End of Period	\$1,196.1	\$1,056.1	\$1,049.8	\$3,562.9	\$3,476.9	\$3,441.9	\$3,301.6	\$3,715.5	\$170.2
Estate Funds in Collections Account (see schedule for detail) ^(c)	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.4	\$12,893.4	\$12,153.4
Total USA Commercial Mortgage Estate Cash Balance	\$14,023.1	\$13,883.1	\$13,908.4	\$16,421.5	\$16,335.5	\$16,300.5	\$16,195.0	\$16,608.9	\$12,323.6

- Notes:
- Service fees for week ending 8/13/06 include service fees accrued from 4/13/06 thru 8/30/06 estimated to be \$1,836,000.
 - Actual fees and expenses for the Debtors' Professionals will be allocated among the debtors. Currently, there is no reliable basis for this allocation to be used prospectively. Therefore, this budget shows all payments made by USA CM which is expected to receive the largest allocation.
 - Funds in the Collections Account identified as Estate Funds reflect amounts collected from borrowers for which interest has already been prepaid to investors. A motion to determine the ownership of these funds will be scheduled to be heard by the Court on September 13, 2006.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Weekly Cash Forecast

	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006	9/17/2006
Additional Accounts									
USA Capital Realty Advisors - DIP Operating Account									
Beginning Cash Balance	\$167.6	\$167.6	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4
Management Fees Collected	0.0	0.0	0.0	415.4	0.0	0.0	0.0	206.4	0.0
Expense Reimbursement due USA CMC	0.0	0.0	0.0	(415.4)	0.0	0.0	0.0	(206.4)	0.0
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance	\$167.6	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4
USA Securities - DIP Operating Account									
Beginning Cash Balance USA Securities	\$18.4	\$18.4	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance USA Securities	\$18.4	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2
Diversified Trust - DIP Operating Account									
Beginning Cash Balance DTDF	\$511.5	\$511.5	\$511.3	\$511.3	\$386.3	\$386.3	\$386.3	\$386.3	\$261.3
Cash Payment for DTDF Professional Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	\$261.3
Cash Payment for DTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	(667.6)
Management Fees Paid by DTDF	0.0	0.0	0.0	(125.0)	0.0	0.0	0.0	(125.0)	\$0.0
Distribution from Collections Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	100.4
Distribution to Members ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance DTDF ^(b)	\$511.5	\$511.3	\$511.3	\$386.3	\$386.3	\$386.3	\$386.3	\$261.3	(\$295.9)
First Trust - DIP Operating Account									
Beginning Balance FTDF	(\$125.0)	(\$125.0)	(\$125.3)	(\$125.3)	(\$415.6)	\$1,961.6	\$1,961.6	\$1,961.6	\$1,880.2
Cash Payment for FTDF Professional Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(708.7)
Cash Payment for Allocation of Debtor Professional Fees ^(c)	0.0	0.0	0.0	(290.4)	0.0	0.0	0.0	0.0	0.0
Management Fees Paid by FTDF	0.0	0.0	0.0	0.0	2,377.2	0.0	0.0	0.0	2,378.5
Distribution from Collections Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Distribution to Members ^(a)	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance FTDF ^(b)	(\$125.0)	(\$125.3)	(\$125.3)	(\$415.6)	\$1,961.6	\$1,961.6	\$1,961.6	\$1,880.2	\$3,489.9
Collections Account									
Beginning Balance Collections Account (Investor Funds)	\$88,288.5	\$88,288.5	\$88,288.5	\$108,825.8	\$106,693.1	\$42,535.6	\$42,535.6	\$42,739.2	\$51,269.0
Expected Principal Return	0.0	0.0	20,300.0	0.0	4,000.0	0.0	0.0	8,825.0	0.0
Interest Income to Investors ^(e)	0.0	0.0	242.7	0.0	0.0	0.0	203.5	0.0	0.0
Total Account Collections	\$0.0	\$0.0	\$20,542.7	\$0.0	\$4,000.0	\$0.0	\$203.5	\$8,825.0	\$0.0
Distribution to Investors ^(e)	0.0	0.0	0.0	0.0	(68,155.8)	0.0	0.0	0.0	(15,817.9)
Service Fees to USA CMC	0.0	0.0	(15.4)	(2,132.8)	(1.6)	0.0	0.0	(295.1)	0.0
Total Disbursements	\$0.0	\$0.0	(\$15.4)	(\$2,132.8)	(\$68,157.5)	\$0.0	\$0.0	(\$295.1)	(\$15,817.9)
Ending Balance Collections Account (Investor Funds)	\$88,288.5	\$88,288.5	\$108,825.8	\$106,693.1	\$42,535.6	\$42,739.2	\$51,269.0	\$51,269.0	\$35,451.1
Beginning Balance Collections Account (Estate Funds)	\$12,827.0	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4	\$12,893.4
Interest Income to Estate ^(e)	0.0	0.0	31.6	0.0	0.0	0.0	34.8	0.0	0.0
Transfer to Fund Operating Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	(740.0)
Ending Balance Collections Account (Estate Funds)	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4	\$12,893.4	\$12,153.4
Ending Balance Collections Account (Total)	\$101,125.5	\$101,125.5	\$121,684.5	\$119,551.7	\$55,394.2	\$55,394.2	\$64,162.5	\$64,162.5	\$47,604.5
Investors Account									
Cash Balance Investors Account	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1
Executory Contract Committee									
Executory Contract Committee Cash Due for Prot. Fees ^(a)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$480.0
Cash Payment for allocation of Debtor Professional Fees ^{(a),(b)}	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Cash Due Executory Contract Committee	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	480.0

Notes:

- Source of payment for Executory Contract Committees will be via surcharge or some other source yet to be determined.
- To the extent they exist, deficits in the operating accounts for First Trust Deed Fund and Diversified Trust Deed Fund are expected to be filled via amounts reserved prior to the distribution of funds to Fund Members.
- Assumes investment in a Bank of America Money Market Fund at 3.25%.
- A separate motion to distribute funds has been filed with the Court and will be heard on 8/4/06. No distribution will be made without approval of this motion.
- Distributions to fund members will occur after determination of reserves to fund claims, professional fees and other expenses. A motion to hear claim disputes will be heard by the court on Aug. 31, 2006. The Debtors will request that the issue of the reserve amount be continued to be heard at the same time.
- Actual fees and expenses for the Debtors' Professionals will be allocated among the debtors. Currently, there is no reliable basis for this allocation to be used prospectively. Therefore, this budget shows all payments made by USA CM which is expected to receive the largest allocation.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Weekly Cash Forecast

Supplemental Schedules - Professional Fees									
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006	9/17/2006
Debtor Professional Fees (as Incurred)									
Financial Advisor Fees & Disbursements	\$140.0	\$140.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	75.0	75.0	75.0	75.0	75.0	75.0
Local Counsel	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
PR Firm	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8
Other Legal Professionals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Less:									
Allocation of Professional Fees to DTDF: ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Allocation of Professional Fees to FTDF: ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Allocation of Professional Fees to Executory Contracts Committee: ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Committee Professionals (as Incurred)									
Unsecured Creditors Committee									
Legal Counsel Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Financial Advisor Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Weekly Accrual for USA CMC Professional Fees	\$230.8	\$230.8	\$250.8	\$250.8	\$250.8	\$250.8	\$250.8	\$250.8	\$250.8
Cash Payment for Debtor Professionals by USA CMC	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$4,050.3
Cash Payment for Debtor Professionals by DTDF ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cash Payment for Debtor Professionals by FTDF ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cash Payment for Debtor Professionals by Executory Contract Committee: ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Incurred and Unpaid Professional Fees USA CMC	\$4,772.1	\$5,062.8	\$5,313.6	\$5,564.3	\$5,815.1	\$6,065.8	\$6,316.6	\$6,567.3	\$2,767.8
Equity Security Holders of USA Capital FTDF									
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	75.0	75.0	75.0	75.0	75.0	75.0
Financial Advisor Fees & Disbursements	32.0	32.0	32.0	32.0	32.0	32.0	32.0	32.0	32.0
Weekly Accrual for FTDF Professional Fees	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0
Cash Payment for FTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$768.7
Incurred and Unpaid Professional Fees	\$853.9	\$960.9	\$1,067.9	\$1,174.9	\$1,281.9	\$1,388.9	\$1,495.9	\$1,602.9	\$941.2
Equity Security Holders of USA Capital DTDF									
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	50.0	50.0	50.0	50.0	50.0	50.0	50.0	40.0	40.0
Weekly Accrual for DTDF Professional Fees	\$110.0	\$110.0	\$110.0	\$110.0	\$110.0	\$110.0	\$110.0	\$100.0	\$100.0
Cash Payment for DTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$657.6
Incurred and Unpaid Professional Fees	\$712.0	\$822.0	\$932.0	\$1,042.0	\$1,152.0	\$1,262.0	\$1,372.0	\$1,472.0	\$914.4
Holders of Executory Contract Rights									
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Weekly Accrual for Executory Committee Professional Fees	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0
Cash Payment for Executory Committee Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$480.0
Incurred and Unpaid Professional Fees	\$480.0	\$540.0	\$600.0	\$660.0	\$720.0	\$780.0	\$840.0	\$900.0	\$480.0
Total Weekly Accrual for Bankruptcy Professional Fees									
	\$567.8	\$567.8	\$527.8	\$527.8	\$527.8	\$527.8	\$527.8	\$517.8	\$517.8
Total Cash Payment for Bankruptcy Professional Fees									
	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$1,806.3
Total Incurred and Unpaid Bankruptcy Professional Fees									
	\$6,818.0	\$7,385.7	\$7,913.5	\$8,441.2	\$8,965.0	\$9,486.7	\$10,024.5	\$10,542.2	\$5,103.4

a. Actual fees and expenses for the Debtors' Professionals will be allocated among the debtors. Currently, there is no reliable basis for this allocation to be used prospectively. Therefore, this budget shows all payments made by USA CM which is expected to receive the largest allocation.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Weekly Cash Forecast

USA Commercial Mortgage							
Cash Collections	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	Total
Collections							
Loan Origination Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Reimbursed Expenses from USA Capital Realty	0.0	0.0	206.4	0.0	0.0	0.0	828.2
Loan Servicing Collections							
Estimated Service Fees ^(a)	55.8	9.1	1.4	270.5	0.0	0.0	2,781.8
Outstanding Origination, Extension and Closing Fees	525.0	0.0	0.0	0.0	0.0	0.0	778.8
Total Cash Collections Operating Accounts	\$580.8	\$9.1	\$207.8	\$270.5	\$0.0	\$0.0	\$4,398.7
Cash Disbursements							
Origination Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Loan Servicing Expenses	\$0.0	\$0.0	\$0.0	\$400.0	\$0.0	\$0.0	\$650.0
Operating Disbursements							
Salaries & Wages	45.0	0.0	45.0	0.0	45.0	0.0	315.0
Payroll Related Benefits	0.0	6.3	7.7	0.0	7.7	0.0	64.8
Rent	0.0	49.0	0.0	0.0	0.0	0.0	147.0
Office Operating Disbursements	15.0	15.0	15.0	15.0	15.0	15.0	225.0
Other Operating Disbursements	20.0	20.0	20.0	20.0	20.0	20.0	300.0
Total Operating Disbursements	\$80.0	\$90.3	\$87.7	\$435.0	\$87.7	\$35.0	\$1,701.8
Bankruptcy Related Disbursements							
Professional Fees (see schedule for detail) ^(b)	\$0.0	\$0.0	\$0.0	\$1,003.0	\$0.0	\$0.0	\$5,053.3
Trustee Fees	0.0	0.0	0.0	0.0	0.0	8.0	13.0
Other							
Noticing Agent	0.0	0.0	50.0	0.0	0.0	0.0	182.6
Appraisal Fees	0.0	0.0	0.0	0.0	0.0	0.0	100.0
Post-Petition Financing							
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lender Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Disbursements	\$0.0	\$0.0	\$50.0	\$1,003.0	\$0.0	\$8.0	\$5,348.8
Total Cash Disbursements Operating Accounts	\$80.0	\$90.3	\$137.7	\$1,438.0	\$87.7	\$43.0	\$7,050.6
NET CHANGE IN CASH	\$500.8	(\$81.2)	\$70.1	(\$1,167.5)	(\$87.7)	(\$43.0)	(\$2,661.9)
Cash Position - USA Commercial Mortgage Estate							
Total Cash and Cash Equivalents at Beginning of Period	\$170.2	\$671.1	\$589.9	\$660.0	\$100.2	\$100.2	\$1,283.8
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	500.8	(81.2)	70.1	(1,167.5)	(87.7)	(43.0)	(2,661.9)
Estate Funds in Collections Account to Fund Operating Account	0.0	0.0	0.0	607.7	87.7	43.0	1,478.4
Total Cash DIP Operating Account at End of Period	\$671.1	\$589.9	\$660.0	\$100.2	\$100.2	\$100.2	\$100.2
Estate Funds in Collections Account (see schedule for detail) ^(c)	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$11,449.0	\$11,449.0
Total USA Commercial Mortgage Estate Cash Balance	\$12,824.4	\$12,777.2	\$12,847.3	\$11,679.9	\$11,592.2	\$11,549.2	\$11,549.2

- Notes:
- Service fees for week ending 8/13/06 include service fees accrued from 4/13/06 thru 6/30/06 estimated to be \$1,836,000.
 - Actual fees and expenses for the Debtors' Professionals will be allocated among the debtors. Currently, there is no reliable basis for this allocation to be used prospectively. Therefore, this budget shows all payments made by USA CMI which is expected to receive the largest allocation.
 - Funds in the Collections Account identified as Estate Funds reflect amounts collected from borrowers for which interest has already been prepaid to investors. A motion to determine the ownership of these funds will be scheduled to be heard by the Court on September 13, 2006.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Additional Accounts

Weekly Cash Forecast

	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	Total
USA Capital Realty Advisors - DIP Operating Account							
Beginning Cash Balance	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.6
Management Fees Collected	0.0	0.0	206.4	0.0	0.0	0.0	828.2
Expense Reimbursement due USA CMC	0.0	0.0	(206.4)	0.0	0.0	0.0	(828.2)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.1	\$167.1
USA Securities - DIP Operating Account							
Beginning Cash Balance USA Securities	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.4
Trustee Fees	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance USA Securities	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$17.9	\$17.9
Diversified Trust - DIP Operating Account							
Beginning Cash Balance DTDF	(\$295.9)	(\$295.9)	(\$295.9)	(\$420.9)	(\$854.7)	(\$954.7)	\$511.5
Cash Payment for DTDF Professional Fees	0.0	0.0	0.0	(440.0)	0.0	0.0	(1,097.6)
Cash Payment for Allocation of Debtor Professional Fees ⁽⁹⁾	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	0.0
Management Fees Paid by DTDF	0.0	0.0	(125.0)	0.0	0.0	0.0	(375.0)
Distribution from Collections Account	0.0	0.0	0.0	6.2	0.0	0.0	106.6
Distribution to Members ⁽⁴⁾	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Trustee Fees	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance DTDF ⁽⁶⁾	(\$295.9)	(\$295.9)	(\$420.9)	(\$854.7)	(\$854.7)	(\$855.0)	(\$855.0)
First Trust - DIP Operating Account							
Beginning Balance FTDF	\$3,489.9	\$3,489.9	\$3,489.9	\$3,408.5	\$3,913.4	\$3,913.4	(\$125.0)
Cash Payment for FTDF Professional Fees	0.0	0.0	0.0	(428.0)	0.0	0.0	(1,196.7)
Cash Payment for Allocation of Debtor Professional Fees ⁽⁸⁾	0.0	0.0	(81.4)	0.0	0.0	0.0	(453.2)
Management Fees Paid by FTDF	0.0	0.0	0.0	932.9	0.0	0.0	5,688.6
Distribution from Collections Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Distribution to Members ⁽⁴⁾	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance FTDF ⁽⁵⁾	\$3,489.9	\$3,489.9	\$3,408.5	\$3,913.4	\$3,913.4	\$3,913.1	\$3,913.1
Collections Account							
Beginning Balance Collections Account (Investor Funds)	\$35,451.1	\$67,795.3	\$93,159.4	\$95,949.8	\$77,624.6	\$77,624.6	\$68,298.5
Expected Principal Return	32,400.0	25,239.7	3,791.8	0.0	0.0	0.0	94,556.4
Interest Income to Investors ⁽⁴⁾	0.0	133.6	0.0	0.0	0.0	0.0	579.8
Total Account Collections	\$32,400.0	\$25,373.2	\$3,791.8	\$0.0	\$0.0	\$0.0	\$95,136.2
Distribution to Investors ⁽⁶⁾	0.0	0.0	0.0	(19,054.6)	0.0	0.0	(103,028.4)
Service Fees to USA CMC	(55.8)	(9.1)	(1.4)	(270.5)	0.0	0.0	(2,781.8)
Total Disbursements	(\$55.8)	(\$9.1)	(\$1.4)	(\$19,325.2)	\$0.0	\$0.0	(\$105,810.2)
Ending Balance Collections Account (Investor Funds)	\$67,795.3	\$93,159.4	\$96,949.8	\$77,624.6	\$77,624.6	\$77,624.6	\$77,624.6
Beginning Balance Collections Account (Estate Funds)	\$12,153.4	\$12,153.4	\$12,167.3	\$12,187.3	\$11,579.6	\$11,492.0	\$12,827.0
Interest Income to Estate ⁽⁵⁾	0.0	33.9	0.0	0.0	0.0	0.0	1,002.3
Transfer to Fund Operating Account	0.0	0.0	0.0	(607.7)	(87.7)	(43.0)	(1,478.4)
Ending Balance Collections Account (Estate Funds)	\$12,153.4	\$12,187.3	\$12,167.3	\$11,579.6	\$11,492.0	\$11,449.0	\$11,449.0
Ending Balance Collections Account (Total)	\$79,948.7	\$105,346.7	\$109,137.1	\$89,204.2	\$89,116.6	\$89,073.6	\$89,073.6
Investors Account							
Cash Balance Investors Account	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1
Executory Contract Committee							
Executory Contract Committee Cash Due for Prof. Fees ⁽⁴⁾	\$0.0	\$0.0	\$0.0	\$240.0	\$0.0	\$0.0	\$720.0
Cash Payment for allocation of Debtor Professional Fees ⁽⁴⁾⁽⁶⁾	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Cash Due Executory Contract Committee	0.0	0.0	0.0	240.0	0.0	0.0	\$720.0

Notes:

- Source of Payment for Executory Contract Committees will be via surcharge or some other source yet to be determined.
- To the extent they exist, deficits in the operating accounts for First Trust Deed Fund and Diversified Trust Deed Fund are expected to be filled via amounts reserved prior to the distribution of funds to Fund Members.
- Assumes investment in a Bank of America Money Market Fund at 3.25%.
- A separate motion to distribute funds has been filed with the Court and will be heard on 8/4/06. No distribution will be made without approval of this motion.
- Distributions to fund members will occur after determination of reserves to fund claims, professional fees and other expenses. A motion to hear claim disputes will be heard by the court on Aug. 31, 2006. The Debtors will request that the issue of the reserve amount be continued to be heard at the same time.
- Actual fees and expenses for the Debtors' Professionals will be allocated among the debtors. Currently, there is no reliable basis for this allocation to be used prospectively. Therefore, this budget shows all payments made by USA CM which is expected to receive the largest allocation.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

Weekly Cash Forecast

Supplemental Schedules - Professional Fees							Total
	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	
Debtor Professional Fees (as Incurred)							
Financial Advisor Fees & Disbursements	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$1,580.0
Legal Counsel Fees & Disbursements	75.0	75.0	50.0	50.0	50.0	50.0	1,025.0
Local Counsel	25.0	25.0	16.7	16.7	16.7	16.7	341.7
PR Firm	0.8	0.8	0.8	0.8	0.8	0.8	11.3
Other Legal Professionals	0.0	5.0	5.0	0.0	0.0	5.0	15.0
Less:							
Allocation of Professional Fees to DTDF: ^(A)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Allocation of Professional Fees to FTDF: ^(A)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Allocation of Professional Fees to Executive Contracts Committee: ^(A)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Committee Professionals (as Incurred)							
Unsecured Creditors Committee							
Legal Counsel Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	375.0
Financial Advisor Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	375.0
Weekly Accrual for USA CMC Professional Fees							
Cash Payment for Debtor Professionals by USA CMC	\$250.8	\$255.8	\$222.4	\$217.4	\$217.4	\$222.4	\$3,722.9
Cash Payment for Debtor Professionals by USA CMC	\$0.0	\$0.0	\$0.0	\$1,003.0	\$0.0	\$0.0	\$5,053.3
Cash Payment for Debtor Professionals by DTDF: ^(A)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cash Payment for Debtor Professionals by FTDF: ^(A)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cash Payment for Debtor Professionals by Executive Contract Committee: ^(A)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Incurred and Unpaid Professional Fees USA CMC	\$3,018.6	\$3,274.3	\$3,496.7	\$2,711.1	\$2,928.6	\$3,151.0	\$3,151.0
Equity Security Holders of USA Capital FTDF							
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	75.0	75.0	75.0	1,125.0
Financial Advisor Fees & Disbursements	32.0	32.0	32.0	32.0	32.0	32.0	480.0
Weekly Accrual for FTDF Professional Fees							
Cash Payment for FTDF Professional Fees	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0	\$107.0	\$1,605.0
Incurred and Unpaid Professional Fees	\$0.0	\$0.0	\$0.0	\$428.0	\$0.0	\$0.0	\$1,196.7
Incurred and Unpaid Professional Fees	\$1,048.2	\$1,155.2	\$1,262.2	\$941.2	\$1,048.2	\$1,155.2	\$1,155.2
Equity Security Holders of USA Capital DTDF							
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	40.0	40.0	35.0	35.0	35.0	35.0	650.0
Weekly Accrual for DTDF Professional Fees							
Cash Payment for DTDF Professional Fees	\$100.0	\$100.0	\$95.0	\$95.0	\$95.0	\$95.0	\$1,550.0
Incurred and Unpaid Professional Fees	\$0.0	\$0.0	\$0.0	\$440.0	\$0.0	\$0.0	\$1,097.6
Incurred and Unpaid Professional Fees	\$1,014.4	\$1,114.4	\$1,209.4	\$864.4	\$959.4	\$1,054.4	\$1,054.4
Holders of Executive Contract Rights							
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Weekly Accrual for Executive Committee Professional Fees							
Cash Payment for Executive Committee Professional Fees	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$900.0
Incurred and Unpaid Professional Fees	\$0.0	\$0.0	\$0.0	\$240.0	\$0.0	\$0.0	\$720.0
Incurred and Unpaid Professional Fees	\$540.0	\$600.0	\$660.0	\$480.0	\$540.0	\$600.0	\$600.0
Total Weekly Accrual for Bankruptcy Professional Fees							
Total Cash Payment for Bankruptcy Professional Fees	\$517.8	\$522.8	\$484.4	\$479.4	\$479.4	\$484.4	\$7,777.9
Total Cash Payment for Bankruptcy Professional Fees	\$0.0	\$0.0	\$0.0	\$1,108.0	\$0.0	\$0.0	\$3,014.3
Total Incurred and Unpaid Bankruptcy Professional Fees	\$5,621.1	\$6,143.9	\$6,628.3	\$4,996.7	\$5,476.1	\$5,960.6	\$5,960.6

a. Actual fees and expenses for the Debtors' Professionals will be allocated among the debtors. Currently, there is no reliable basis for this allocation to be used prospectively. Therefore, this budget shows all payments made by USA CM which is expected to receive the largest allocation.

Exhibit 5

Exhibit 5, a chart of the specific Classes under the Plan and brief description of the treatment of each Class, will be filed separately by no later than 10 days prior to the hearing on the Disclosure Statement.

Exhibit 6

USA COMMERCIAL MORTGAGE COMPANY, ET AL.
LIQUIDATION ANALYSIS AS OF 11/15/06 ^(a)
(dollars in thousands)

Estimated Liquidation Values (Unaudited)						
I. STATEMENT OF ASSETS	Note Reference	USACM	DTDF	FTDF	USA Securities	Realty Advisors
Cash and Cash Equivalents	A	\$ 3,346.1	\$ 1,503.6	\$ 2,039.5	\$ 18.2	\$ 162.1
Investments in Loans	B	776.8	8,702.5	42,293.9	-	-
Principal in Collections Account	C	27.7	651.7	3,143.6	-	-
Accounts Receivable	D	7,651.9	15,458.0	2,624.7	-	956.9
Prepaid Interest	E	25,381.5	-	-	-	-
Notes Receivable	F	2,831.4	-	-	-	-
Prepaid Expenses	G	-	-	-	-	-
Property, Plant & Equipment	H	199.0	-	-	-	-
Other Assets	I	2.8	-	-	-	-
Estimated Recovery Before Chapter 7 Expenses		\$ 40,217.3	\$ 26,315.8	\$ 50,101.7	\$ 18.2	\$ 1,119.0
Chapter 7 Expenses	J	2,010.9	1,315.8	2,505.1	0.9	56.0
Estimated Net Proceeds		\$ 38,206.4	\$ 25,000.0	\$ 47,596.6	\$ 17.2	\$ 1,063.1

Notes:

- (a) This schedule should be read in conjunction with the accompanying "Notes to the Liquidation Analysis". Discrepancies may exist relative to figures elsewhere in the Plan and Disclosure Statement due to the rounding of numbers.